

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 12-11564-MFW
(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION
TRUSTEE FOR ASHINC CORPORATION, ET AL., AS
SUCCESSOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ASHINC
CORPORATION, AND ITS AFFILIATED DEBTORS,

Adv. Proc. No. 21-51179-MFW

Plaintiff,

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,
YUCAIPA AMERICAN MANAGEMENT, LLC,
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST, AMERICAN PRIVATE
EQUITY PARTNERS II, LP, AUTOMOTIVE
MACHINISTS PENSION TRUST, BOARD OF FIRE
AND POLICE PENSION COMMISSIONERS OF THE
CITY OF LOS ANGELES, CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM,
CARPENTERS PENSION TRUST FUND FOR
NORTHERN CALIFORNIA, COLLIER PARTNERS 702
LP INCORPORATED, CLOUSE S.A.,
CONSOLIDATED RETIREMENT FUND, IAM
PRIVATE EQUITY, LLC, ILGWU DEATH BENEFIT
FUND 4, INTERNATIONAL SIF SICAV SA, LOCALS
302 & 612 OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS – EMPLOYERS

¹ The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: ASHINC Corporation (f/k/a Allied Systems Holdings, Inc.) (58-0360550); AAINC Corporation (f/k/a Allied Automotive Group, Inc.) (58-2201081); AFBLLC LLC (f/k/a Allied Freight Broker LLC) (59-2876864); ASCCO (Canada) Company (f/k/a Allied Systems (Canada) Company) (90-0169283); ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.)) (58-1710028); AXALLC LLC (f/k/a Axis Areta, LLC) (45-5215545); AXCCO Canada Company (f/k/a Axis Canada Company) (875688228); AXGINC Corporation (f/k/a Axis Group, Inc.) (58-2204628); Commercial Carriers, Inc. (38-0436930); CTSINC Corporation (f/k/a CT Services, Inc.) (38-2918187); CTLLC LLC (f/k/a Cordin Transport LLC) (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). Debtors address for service of process is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

CONSTRUCTION INDUSTRY RETIREMENT TRUST,
LOS ANGELES CITY EMPLOYEES' RETIREMENT
SYSTEM, NATIONAL RETIREMENT FUND, NEW
MEXICO STATE INVESTMENT COUNCIL, NEW
MEXICO STATE INVESTMENT COUNCIL LAND
GRANT PERMANENT FUND, NEW MEXICO STATE
INVESTMENT COUNCIL SEVERANCE TAX
PERMANENT FUND, NEW YORK CITY
EMPLOYEES' RETIREMENT SYSTEM, NEW YORK
CITY FIRE DEPARTMENT PENSION FUND, NEW
YORK CITY POLICE PENSION FUND, NORTHEAST
CARPENTERS PENSION FUND, PACIFIC COAST
ROOFERS PENSION PLAN, SANBA II INVESTMENT
AUTHORITY, STATE STREET BANK AND TRUST
COMPANY (AS TRUSTEE ON BEHALF OF
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST); STEAMSHIP TRADE
ASSOCIATION OF BALTIMORE, INC. –
INTERNATIONAL LONGSHOREMEN'S
ASSOCIATION (AFL-CIO) PENSION FUND,
TEACHERS' RETIREMENT SYSTEM OF THE CITY
OF NEW YORK, UNITED FOOD AND
COMMERCIAL WORKERS INTERNATIONAL
UNION PENSION PLAN FOR EMPLOYEES,
WESTERN CONFERENCE OF TEAMSTERS
PENSION TRUST

Defendants.

**STIPULATION REGARDING BRIEFING SCHEDULE ON CERTAIN
DEFENDANTS' MOTION TO STAY ADVERSARY PROCEEDING PENDING
THE DISPOSITION OF THE MOTION TO WITHDRAW THE REFERENCE**

This Stipulation is entered into by and between Plaintiff Catherine E. Youngman, in her capacity as the Litigation Trustee and Plan Administrator for ASHINC Corporation and related debtors (the "Trustee" or "Plaintiff"); Defendants Yucaipa American Alliance Fund I, LLC and Yucaipa American Management, LLC (together, the "Yucaipa Defendants"); and Defendants American Airlines Master Fixed Benefit Pension Plan Trust, American Private Equity Partners II,

LP, California Public Employees' Retirement System, Carpenters Pension Trust Fund For Northern California, Collier Partners 702 LP Incorporated, Clouse S.A., acting in respect of its Compartment 11, Consolidated Retirement Fund, IAM Private Equity, LLC, ILGWU Death Benefit Fund 4, International Sif Sicav SA, Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust, National Retirement Fund, New Mexico State Investment Council, New Mexico State Investment Council Land Grant Permanent Fund, New Mexico State Investment Council Severance Tax Permanent Fund, New York City Employees' Retirement System, New York City Fire Department Pension Fund, New York City Police Pension Fund, Northeast Carpenters Pension Fund, Pacific Coast Roofers Pension Plan, Sanba II Investment Company, State Street Bank And Trust Company (As Trustee On Behalf Of American Airlines Master Fixed Benefit Pension Plan Trust), Steamship Trade Association Of Baltimore, Inc. – International Longshoremen's Association (AFL-CIO) Pension Fund, Teachers' Retirement System Of The City Of New York, United Food And Commercial Workers International Union Pension Plan For Employees, and Western Conference Of Teamsters Pension Trust (collectively, the "LP Defendants");

WHEREAS, on October 6, 2021, the Trustee filed the *Litigation Trustee's Complaint to (I) Avoid and Recover Avoidable Transfers, and (II) for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC* (the "Complaint") [D.I. 1];

WHEREAS, the Adversary Proceeding was referred (the "Bankruptcy Reference") to the Bankruptcy Court pursuant to this Court's Amended Standing Order of Reference dated February 29, 2012;

WHEREAS, on March 4, 2022, the LP Defendants filed a *Motion to Withdraw the Reference Pursuant to 28 U.S.C. § 157(d) and Federal Rule of Bankruptcy Procedure 5011* (the “Motion to Withdraw”) [D.I. 46], seeking to withdraw the Bankruptcy Reference;

WHEREAS on March 7, 2022, the Motion to Withdraw was docketed in the United States District Court for the District of Delaware (the “District Court”), Civil Action No. 22-cv-302 (CFC);

WHEREAS on May 2, 2022, the Trustee filed her Response to the Motion to Withdraw in the District Court [Civil Action No. 22-cv-302 (CFC), D.I. 9] (the “Motion to Withdraw Opposition”);

WHEREAS on May 24, 2022, the LP Defendants filed a Reply Brief in support of their Motion to Withdraw [Civil Action No. 22-cv-302 (CFC), D.I. 16], and the Motion to Withdraw is now fully briefed in the District Court;

WHEREAS, on May 31, 2022, Defendants the Board of Fire and Police Pension Commissioners of the City of Los Angeles and the Board of Administration of the Los Angeles City Employees’ Retirement System (together, the “City Pension Defendants”) filed their motion to dismiss the Complaint [D.I. 73] (the “City Pension Defendants’ Motion to Dismiss”) and memorandum of law in support thereof [D.I. 74];²

WHEREAS, on June 1, 2022, the Yucaipa Defendants filed their motion to dismiss the Complaint [D.I. 76] (the “Yucaipa Defendants’ Motion to Dismiss”);

WHEREAS, on June 1, 2022, the LP Defendants filed their motion to dismiss the Complaint [D.I. 78] and memorandum of law in support thereof [D.I. 79] (the “LP Defendants’

² The City Pension Defendants have not joined or objected to the Motion to Withdraw. They take no position on this Stipulation.

Motion to Dismiss” and together with the City Pension Defendants’ Motion to Dismiss and the Yucaipa Defendants’ Motion to Dismiss, the “Motions to Dismiss”);

WHEREAS, on June 1, 2022, the LP Defendants filed their Motion to Stay Adversary Proceeding Pending the Disposition of the Motion to Withdraw the Reference [D.I. 85] and memorandum of law in support thereof [D.I. 86] (the “Motion to Stay”);

WHEREAS, on June 15, 2022, this Court granted the Order Approving Stipulation Regarding Briefing Schedule on the Motion to Stay [D.I. 97];

WHEREAS, in an effort to streamline proceedings, the Trustee and LP Defendants — with consent of the Yucaipa Defendants — have filed a stipulation in the District Court, on the terms and conditions set forth therein, agreeing to withdrawal of the Bankruptcy Reference with respect to the Adversary Proceeding (the “District Court Stipulation”); and

WHEREAS, the District Court Stipulation, once approved by the District Court, would render the Motion to Stay moot;

NOW, THEREFORE, it is hereby stipulated and agreed, subject to the approval of this Court, that:

1. The briefing schedule in connection with the Motion to Stay shall be as follows:

Pleading	Filing Deadline
LP Defendants’ Motion to Stay	Filed and served on June 1, 2022
Trustee’s Response	July 29, 2022
LP Defendants’ Reply	August 29, 2022

2. Upon the District Court's approval of the District Court Stipulation (as defined in the Stipulation), the Motion to Stay shall be deemed withdrawn as moot pursuant to the District Court Stipulation.
3. Nothing herein shall prejudice the parties' rights to agree to and/or seek approval of further stipulations, or to agree to and/or seek further relief from this Court or the District Court, as applicable, regarding the terms agreed upon herein.

Dated: July 14, 2022

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